

CLEAR RATE COMMUNICATION, INC.

SCHEDULE OF EXHIBITS

Exhibit A	Articles of Incorporation/ Certificate of Authority
Exhibit B	Officers, Directors and Legal Counsel
Exhibit C	Financial Statements
Exhibit D	Descriptions of Key Employees
Exhibit E	Proposed Local Tariff (<i>CLEC</i>)
Exhibit F	Proposed Access Tariff

CLEAR RATE COMMUNICATIONS, INC.

EXHIBIT A

South Carolina Certificate of Authority

Filing Endorsement and Articles of Incorporation

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authority

I, Mark Hammond, Secretary of State of South Carolina Hereby Certify that:

CLEAR RATE COMMUNICATIONS, INC, a corporation duly organized under the laws of the state of Michigan and issued a certificate of authority to transact business in South Carolina on March 10th, 2016, has on the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the State, that the Secretary of State has not mailed notice to the corporation that its authority to transact business in South Carolina is subject to being revoked pursuant to S.C. Code Ann. §33-15-310, and no application for surrender of authority to do business in South Carolina has been filed in this office as of the date hereof.

Given under my Hand and the Great Seal
of the State of South Carolina this 24th day
of June, 2020.


Mark Hammond, Secretary of State

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - PROFIT

for

ADVANCED TELECOM TECHNOLOGY DISCOUNT, INC.

ID NUMBER: 01525C

received by facsimile transmission on April 3, 2001 is hereby endorsed

Filed on April 4, 2001 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



Sent by Facsimile Transmission 01094

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 4th day of April, 2001.

, Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received		(FOR BUREAU USE ONLY)
Name Joseph M. Kallabat, Esq.		EFFECTIVE DATE:
Address 29992 Northwestern Highway, Suite C		
City Farmington Hills, MI	State MI	
Zip Code 48334		

Document will be returned to the name and address you enter above

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ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Advanced Telecom Technology Discount, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

1. Common Shares 60,000

Preferred Shares

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV

1. The address of the registered office is:

1907 Brookwood Avenue, Royal Oak

(Street Address)

(City)

, Michigan 48073

(ZIP Code)

2. The mailing address of the registered office, if different than above:

(Street Address or P.O. Box)

(City)

, Michigan

(ZIP Code)

3. The name of the resident agent at the registered office is:
- Thane Josef Namy

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name

Residence or Business Address

Thane Josef Namy 1907 Brookwood Avenue, Royal Oak, MI 48073**ARTICLE VI (Optional. Delete if not applicable)**

~~When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.~~

ARTICLE VII (Optional. Delete if not applicable)

~~Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.~~

~~Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.~~

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I, (We), the incorporator(s) sign my (our) name(s) this 3rd day of April, 2001

Shane Mamy

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION

for

CLEAR RATE COMMUNICATIONS, INC.

ID NUMBER: 01525C

received by facsimile transmission on July 3, 2001 is hereby endorsed

Filed on July 3, 2001 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 3rd day of July, 2001.

, Director

Bureau of Commercial Services

BCS/CD-616 (Rev. 02/01)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
Name	
Address	
City	State Zip Code
EFFECTIVE DATE:	

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**For use by Domestic Profit and Nonprofit Corporations**

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:

Advanced Telecan Technology Discount, Inc.

2. The identification number assigned by the Bureau is:

*01525C**6 digits*3. Article I (1) of the Articles of Incorporation is hereby amended to read as follows:*The name of the corporation is:**Clear Rate Communications, Inc.*

COMPLETE ONLY ONE OF THE FOLLOWING:**4. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)**

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, _____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, _____

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

5. (For profit and nonprofit corporations whose Articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the 15th day of July, 2001 by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- ☒ at a meeting the necessary votes were cast in favor of the amendment.
- ☐ by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- ☐ by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.
- ☐ by the board of a profit corporation pursuant to section 611(2).

Profit Corporations	
Signed this <u>2nd</u> day of <u>July</u> , <u>2001</u>	
By <u>Thane Mamy</u>	
(Signature of an authorized officer or agent)	
<u>Thane Mamy</u>	
(Type or Print Name)	

Nonprofit and Professional Service Corporations	
Signed this _____ day of _____, _____	
By _____	
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)	
_____ (Type or Print Name)	_____ (Type or Print Title)

Clear Rate Communications, Inc.

EXHIBIT B

Officers, Directors and Legal Counsel

Thane Namy
Chief Executive Officer and Director

Sam Namy
Chief Financial Officer and Director

Michael D. Bishop
General Corporate Counsel

CLEAR RATE COMMUNICATIONS, INC.

EXHIBIT C

BEFORE THE PUBLIC SERVICE COMMISSION OF THE STATE OF SOUTH CAROLINA
101 Executive Center Drive, Suite 100 Columbia, South Carolina 29210

Application of
CLEAR RATE COMMUNICATIONS, INC.
For a Letter of Registration to Provide Emerging Competitive Telecommunications Services

Clear Rate Communications, Inc. Financial Statements
CONFIDENTIAL - Filed Under Seal

CLEAR RATE COMMUNICATIONS, INC.
INCOME STATEMENT
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2019

		YEAR TO DATE 2019
REVENUE		
	Income	
	Billings - Service	\$ 27,313,950
	Billings - CABS	376,759
	Total Income	<u>27,690,709</u>
COST OF SALES		
	Local Services	8,565,278
	Complex Circuits	3,402,309
	Long Distance Services	913,653
	Internet Services	435,073
	Depreciation	764,341
	Repairs and Equipment	399,749
	Other Direct Costs	2,447,864
	Total Cost of Sales	<u>16,928,267</u>
GROSS PROFIT		<u>10,762,442</u>
SELLING, GENERAL & ADMIN EXPENSES		
	Advertising and Marketing	141,597
	Commissions	708,291
	Administrative Expenses	175,937
	Bad Debt Expense	374,763
	Office/General	1,207,234
	Depreciation/Amortization Expense	85,964
	Insurance	503,464
	Professional Fees	207,386
	Rent	292,430
	Payroll Expense	4,048,091
	Taxes	499,513
TOTAL SELLING, GEN, & ADMIN EXPENSES		<u>8,244,670</u>
INCOME FROM OPERATIONS		<u>2,517,772</u>
	Other Income/Expense	29,666
NET INCOME/(LOSS)		<u><u>\$ 2,547,438</u></u>

CONFIDENTIAL - TO BE KEPT UNDER SEAL

CLEAR RATE COMMUNICATIONS, INC.
BALANCE SHEET
DECEMBER 31, 2019

	2019 DECEMBER
ASSETS	
CURRENT ASSETS	
Cash	2,640,357
Net Accounts Receivable	1,762,509
Total Inventory	533,730
Other Current Assets	0
Total Other Current Assets	166,240
TOTAL CURRENT ASSETS	5,102,836
NET FIXED ASSETS	7,614,483
TOTAL OTHER ASSETS	677,681
TOTAL ASSETS	13,395,000
LIABILITIES & EQUITY	
LIABILITIES	
CURRENT LIABILITIES	
ACCOUNTS PAYABLE	1,502,893
TOTAL OTHER CURRENT LIABILITIES	2,342,101
TOTAL CURRENT LIABILITIES	3,844,994
TOTAL LONG TERM LIABILITIES	1,444,138
TOTAL LIABILITIES	5,289,132
EQUITY	
Retained Earnings	7,595,831
Capital Stock	62,600
Shareholder Distributions	(2,100,000)
Net Income/(Loss)	2,547,438
TOTAL EQUITY	8,105,868
TOTAL LIABILITIES & EQUITY	13,395,000

CLEAR RATE COMMUNICATIONS, INC.
Description of Key Employees

EXHIBIT D

Thane Namy, Chief Executive Officer

Thane Namy has over 22 years of experience in Telecommunications. He worked 4 years at Global Crossing in several technical positions as well as supporting wholesale carriers and CLECs. Additionally, he has been CEO of Clear Rate Communications for 19 years, which has provided local, long distance in Michigan eventually expanding their coverage to include 100% coverage of Michigan and in other states around the country. Thane has extensive knowledge and experience in the Local Telephone & Long Distance industry, OSS & Billing Systems, and Repair & Maintenance.

Sam Namy, Chief Financial Officer

Sam Namy has over 27 years of General Business experience, he was a controller for a \$70 Million Dollar Insurance Reconstruction that grew to \$400 Million Dollars in annual revenue during his 7 years as there controller. He has extensive knowledge in OSS & Billing systems. He has served as the CFO for Clear Rate Communications since 2005 and has implemented systems and processes to provide accurate financial reporting as well as build the appropriate infrastructure to support this growing company.

Rod Myers, C.P.A., Senior Manager

Rod Myers is the Senior Manager of Financial Planning and Analysis for Clear Rate with over 25 years of Corporate Finance experience. He was a Finance Director for a \$50,000,000 CPG company that grew to over \$350 Million Dollars during his six years with the company. Rod has held virtually all corporate finance positions throughout his career (Controller, Internal Audit, etc.) for both publically and privately held organizations. Rod is a Certified Public Accountant.

Jason Hendrix, Director of Consumer Services

Jason Hendrix has over 20 years of General Business experience focusing primarily on Customer Care, Finance and Operations. He is thoroughly versed in process efficiencies, workflow management and team leadership. Jason has worked for Clear Rate over 10 years and has driven market growth in conjunction with high quality customer care.